



# THB

## CHINA AUTO ELECTRONICS GROUP LIMITED

(Incorporated in Bermuda)

(Registration No. : 34300)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Siloso 4 Level 1, Shangri-La's Rasa Sentosa Resort, 101 Siloso Road, Sentosa, Singapore 098970 on 24 April 2015 at 9.30 a.m. to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**

2. To re-elect the following Directors who retire in accordance with Bye-Law 104 of the Company's Bye-Laws, and who, being eligible, offer themselves for re-election:

(a) Mr Sim Hong Boon (retiring under Bye-Law 104) **(Resolution 2)**

(b) Mr Zhang Shulin (retiring under Bye-Laws 104) **(Resolution 3)**

Mr. Sim Hong Boon and Mr. Zhang Shulin will, upon their re-election as directors of the Company, remain as members of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. To elect Mr. Yang Yong Jun as Director of the Company pursuant to Bye-law 107 of the Bye-law of the Company (see Explanatory Note 1). **(Resolution 4)**

4. To approve the payment of S\$175,000 as directors' fees to Independent Directors for the financial year ending 31 December 2015 and to pay the directors' fees in arrears on a quarterly basis over the financial year 2015. **(Resolution 5)**

5. To re-appoint Messrs PricewaterhouseCoopers LLP as the Auditors of the Company for financial year ending 31 December 2015 and to authorise the Directors to fix the remuneration. **(Resolution 6)**

6. Any other business.

#### SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolutions:

7. "That pursuant to the listing rules of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company (whether by way of rights, bonus or otherwise) at any time and from time to time thereafter to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares and convertible securities to be issued pursuant to this resolution does not exceed 50% of the issued share capital of the Company as at the date of the passing of this resolution, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares), and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

**(Resolution 7)**

#### Explanatory Notes

##### Explanatory Note 1

*The proposed election of Mr Yang Yong Jun as new Director is made pursuant to Bye-law 107 of the Company which requires that the proposed election be referred to Shareholders in general meeting. The Nominating Committee of the Company had reviewed the curriculum vitae of Mr Yang Yong Jun and has delivered its recommendation through the Board to appoint Mr Yang Yong Jun as member of the Board at the forthcoming AGM 2015.*

*By Order of the Board*

Teo Chee Shi  
Company Secretary

8 April 2015